

EXHIBIT S

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CHICAGO
LOS ANGELES
NEW YORK

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202: 736-8000
TELEX 89-463
FACSIMILE 202: 736-8711

LONDON
SINGAPORE
TOKYO

WRITER'S DIRECT NUMBER
(202)-736-8149

125th
Anniversary
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FEB - 7 1992

February 7, 1992

BY HAND

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
Mass Media Bureau
1919 M Street, N.W.
Room 222
Washington, D.C. 20554

REC'D MASS MED BUREAU

FEB 10 1992

Re: WTVE(TV), Reading, Pennsylvania
Reading Broadcasting, Inc.
Amendment of Pending Transfer Application
FCC File No. BTCCT-911113KH

Dear Ms. Searcy:

On behalf of Reading Broadcasting, Inc. ("Reading"), transmitted herewith is an amendment to the above-referenced application. Specifically, enclosed is an Order of the United States Bankruptcy Court for the Eastern District of Pennsylvania confirming the Reading's plan of reorganization.

In addition, if the foregoing application is granted, the stock ownership of Reading will be different from the stock ownership of Reading prior to bankruptcy. As referenced in Reading's application, in order to adequately finance the corporation, Reading will issue additional shares of stock to reflect the addition of several new shareholders. Consequently, the above-referenced application was filed on FCC Form 315, the Long Form application.

SIDLEY & AUSTIN

WASHINGTON, D.C.

Should you have any questions, please contact the undersigned.

Sincerely,

A handwritten signature in cursive script that reads "Paula Friedman". The signature is written in dark ink and is positioned above the printed name.

Paula G. Friedman

Attachments

cc: Mr. Alan Glasser

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FEB - 7 1992


AMENDMENT

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

The application of Reading Broadcasting, Inc., as debtor-in-possession, for consent to the transfer of control of WTVE(TV), Reading, Pennsylvania, to Reading Broadcasting, Inc., FCC File No. BTCCT-911113KH, is hereby amended to include the attached material.

Respectfully submitted,

READING BROADCASTING, INC.,
AS DEBTOR-IN-POSSESSION

By: 
Micheal L. Parker
President

Dated: 2-5-92

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In Re : Chapter 11
READING BROADCASTING, INC. t/a :
WTVE TELEVISION, TV 51 and :
WTVE PRODUCTIONS :
Debtor : Bankruptcy No. 986-04474T

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Bankruptcy No. 986-04474T

ORDER CONFIRMING DEBTOR'S FOURTH AMENDED
PLAN OF REORGANIZATION

AND NOW, this 8th day of January, 1991, upon
consideration of the Debtor's Fourth Amended Plan of
Reorganization (the "Plan") and the hearing held thereon:

And upon finding:

1. That the Plan complies with the applicable provisions of the Bankruptcy Reform Act of 1978, as amended (the "Bankruptcy Code"), as required by Section 1129(a)(1) of the Bankruptcy Code;
2. That the proponent of the Plan complies with the applicable provisions of the Bankruptcy Code, as required by Section 1129(a)(2) of the Bankruptcy Code;
3. That the Plan has been proposed in good faith and not by any means forbidden by law, as required by Section 1129(a)(3) of the Bankruptcy Code;
4. That any payments made or to be made by the proponent of the Plan (the Debtor) for services or for costs and expenses in, or in connection with, the case, or in connection

with the Plan and incident to the case, have been approved by, or are subject to the approval of this Court, as reasonable, as required by Section 1129(a)(4) of the Bankruptcy Code;

5. That the identity and affiliations of all persons currently proposed to serve as officers and directors of the Debtor after confirmation of the Plan have been disclosed and that the appointment of such persons to such offices, or their continuance therein, is consistent with the interests of creditors and equity security holders and with public policy, and that there has been disclosed the identity of insiders to be employed or retained by the Debtor or its successor and the nature of their compensation, as required by Section 1129(a)(5) of the Bankruptcy Code;

6. That Section 1129(a)(6) is not applicable as no governmental regulatory commission has jurisdiction over the rates of the Debtor;

7. That with respect to Classes A, D, F, G and H, which are the only impaired classes of claims or interests under the Plan, each holder of a claim or interest of each such class (a) has accepted the Plan by voting pursuant to Section 1125 of the Bankruptcy Code, or (b) will receive or retain under the Plan on account of such claim or interest property of value, as of the effective date of the Plan, that is not less than the amount that such holder would so receive or retain if the Debtor were liquidated under Chapter 7 of the Bankruptcy Code on such date, as required by Section 1129(a)(7) of the Bankruptcy Code;

8. That with respect to Classes A, D, F, G and H, such classes have accepted the Plan by voting pursuant to Section 1125 of the Bankruptcy Code, as required by Section 1129(a)(8) of the Bankruptcy Code;

9. That with respect to Class D (an impaired class), no ballots accepting or rejecting the Plan were returned; however the Internal Revenue Service (one of the four holders of such claims) has informed the Debtor, by letter from Marion Biddle, Chief of the Insolvency Unit, it has no objection to the Plan, and finds the Plan acceptable;

10. That under the Plan, Classes B, C and D are the only classes of claims of a kind specified in Section 507(a) of the Bankruptcy Code and have been accorded in the Plan the treatment required by Section 1129(a)(9);

11. That at least one of the classes of claims impaired under the Plan have accepted the Plan, determined without including any acceptance of the Plan by an insider, as required by Section 1129(a)(10) of the Bankruptcy Code;

12. That as required by Section 1129(a)(11) of the Bankruptcy Code, confirmation of the Plan is not likely to be followed by the need for further reorganization of the Debtor;

13. That the Plan provides for the payment of all fees payable under 28 U.S.C. Section 1930 on the effective date of the Plan, as required by Section 1129(a)(12) of the Bankruptcy Code; and

14. That the requirements of Section 1129(a)(13) of the

Bankruptcy Code are inapplicable, as the present case was commenced prior to June 16, 1988.

It is hereby ORDERED

That the United States Bankruptcy Court for the Eastern District of Pennsylvania shall retain jurisdiction until the Plan has been fully consummated for, but not limited to, the following purposes:

1. The classification of the allowed claim of any creditor and the re-examination of claims which have been allowed for purposes of voting, and the determination of such objections as may be filed by the Debtor to creditors' claims. The failure of the Debtor to object or to examine any claim for the purposes of voting shall not be deemed to be a waiver of the Debtor's right to object to or to re-examine the claim in whole or in part;

2. The determination of all questions and disputes regarding title to the assets of the estate, and the determination of all causes of action, controversies, disputes or conflicts, whether or not subject to action pending as of the date of confirmation, between the Debtor and any other party, including but not limited to any right of the Debtor to recover assets pursuant to the provisions of the Bankruptcy Code;

3. The correction of any defect, the curing of any

omission, or the reconciliation of any inconsistency in the Plan or in this Order of Confirmation as may be necessary to carry out the purposes and intent of the Plan;

4. Any modification of the Plan after confirmation pursuant to the Bankruptcy Code and Rules;

5. The enforcement of and interpretation of the terms and conditions of the Plan;

6. The entry of any Order, including injunctions necessary to enforce the right, title, and powers of the Debtor and to impose such limitations, restrictions, terms and conditions of such right, title and powers as this Court may deem necessary;

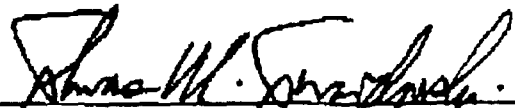
7. The entry of an order concluding and terminating this case;

8. The entry of an order approving any requests for professional compensation and/or compelling the payment of said compensation; and

9. The enforcement of and interpretation of the terms and conditions of the Partel Consulting Contract (the contract of employment by and between Partel, Inc. and the Debtor which was approved by Order of this Court) and of the contract by and between Legg Mason Wood Walker, Inc. and the Debtor which was approved by Order of this Court.

And it is further ORDERED

That the Debtor's Fourth Amended Plan of Reorganization filed by the Debtor on October 30, 1990 is CONFIRMED, subject to the Conditions set forth in Article IX of the Plan.


THOMAS M. TWARDOWSKI
BANKRUPTCY JUDGE

cc: H. Marvin Mercer, III, Esquire
Of Counsel to Astor, Weiss and Newman
c/o KRUSEN EVANS AND BYRNE
Suite 1100, The Curtis Center
Independence Square West
Sixth and Walnut Streets
Philadelphia, PA 19106

James J. O'Connell, Esquire
U.S. Trustee's Office
2nd and Chestnut Streets
Philadelphia, PA 19106

D:/WP/HMM/CASE/42281/DOCMNTS/D15

3 Notices mailed on 11/10/91
by V. Palermo Dep. Clk.

11/10/91

EXHIBIT T

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

File No.(s): BTCCT-911113KH

Class of station(s): TELEVISION

<input type="checkbox"/> CONSENT TO ASSIGNMENT: <input checked="" type="checkbox"/> CONSENT TO TRANSFER CONTROL: <input type="checkbox"/> CONSENT TO TRANSFER STOCK: Whereby of Control by is effected.	FROM Reading Broadcasting, Inc., as Debtor-In-Possession
	TO Reading Broadcasting, Inc.
Licensee/Permittee: (for transfer only) Reading Broadcasting, Inc., as Debtor-In-Possession	

CALL SIGN(s)

WTVE(TV)

STATION LOCATION(s)

Reading, PA

AUXILIARY STATION(s) (for assignments only)

N/A

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Under authority of the Communications Act of 1934, as amended, the consent of the Federal Communications Commission is hereby granted to the transaction indicated above.

The Commission's consent to the above is based on the representations made by the applicants that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this transaction is authorized will be carried out in good faith.

The actual consummation of voluntary transactions shall be completed within 60 days from the date hereof, and notice in letter form thereof shall promptly be furnished the Commission by the buyer showing the date the acts necessary to effect the transaction were completed. Upon furnishing the Commission with such written notice, this transaction will be considered completed for all purposes related to the above described station(s).

FCC Form 323 (Ownership Report), must be filed within 30 days after consummation, by the licensee/permittee or assignee.

ADDITIONAL REQUIREMENTS FOR ASSIGNMENTS ONLY:

Upon consummation the assignor must deliver the permit/license, including any modifications thereof to the assignee.

It is hereby directed that, upon consummation, a copy of this consent be posted with the station authorization(s) as required by the Commission's Rules and Regulations.

The assignee is not authorized to construct nor operate said station(s) unless and until notification of consummation in letter form has been forwarded to the Commission.

Dated: February 10, 1992

FEDERAL
COMMUNICATIONS
COMMISSION



FCC 732
March 1983

meh

Issued: 02-11-92

ORIGINAL

FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

February 11, 1992

IN REPLY REFER TO:

8940

Reading Broadcasting, Inc.
729 11th Street
Reading, Pennsylvania 19604

Call Letters: WTVE(TV)
Date Granted: February 10, 1992
File Number(s): BTCCT-911113KH

NOTICE TO LICENSEE/PERMITTEE:

Reference is made to FCC Form 732 mailed to the seller and buyer notifying them of Commission consent to the transfer of stock of the Corporation. Voluntary transfers are required to be completed by the licensee/permittee within sixty(60) days of the date granted.

In addition to filing the below mentioned FCC Form 323, you are required to immediately notify this office (8940) by letter, as to the exact date of the consummation; that is, the date on which the acts necessary to effect the transfer were completed.

Within thirty (30) days after the consummation of the transfer it will be necessary for you to submit an Ownership Report (FCC Form 323) reporting all changes as required by Section 1.615 of the Rules. Where applicable, a separate Ownership Report should also be completed and submitted for any holding company (25% or greater ownership interest) of the licensee/permittee. Contractual information required by Section 1.613 not currently reported or on file with the Commission should be fully reported in Item 6, page one of the Ownership Report and copies of each instrument should be submitted with the report. If this is an involuntary transfer that was a result of a death or court action, an Ownership Report must be filed to determine that all requirements of the Rules have been met and reported.

It is of the utmost importance that all Commission correspondence comes to the immediate attention of the permittee or licensee. Only one mailing address can be maintained for each station. Unless we hear from you to the contrary, the above address will be used as your permanent mailing address.

Enclosures
cc: Ownership